

A RESOLUTION  
OF THE BOARD OF DIRECTORS  
AND SHAREHOLDERS OF

21<sup>st</sup> CENTURY ENTERPRISES, INC.

WHEREAS, the Board of Directors and Shareholders in Joint Meeting duly called and held have determined that it is necessary to reorganize the Company;

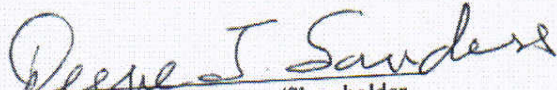
WHEREAS, the reorganization in part involves a disputed amount owed by the Company which is secured by real property which is under immediate threat of foreclosure;

WHEREAS, the Board of Directors believes that the Company has equity in said real property and that said real property is necessary to a successful reorganization;

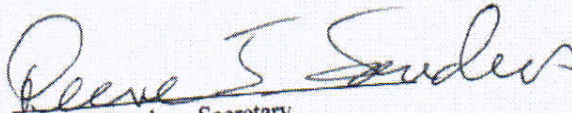
NOW, THEREFORE, BE IT RESOLVED, that the Company shall file a Petition for Reorganization under Chapter 11 of the United States Bankruptcy Laws;

BE IT FURTHER RESOLVED, that Deene J. Sanders is authorized to execute such papers and documents to accomplish such filing.

This 4<sup>th</sup> day of June, 2012.

  
Deene J. Sanders, Director/Shareholder

Attest:

  
Deene J. Sanders, Secretary

